ALVORD AND ALVORD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

Washington, D.C.

ELIAS C. ALVORD (1942)

20036

OF COUNSEL URBAN A. LESTER

ELLSWORTH C. ALVORD (1964)

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E-MAIL alvordlaw@aol.com

June 14, 2002

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

JUN 1 4 '02

4-51 PM

SURFACE TRANSPORTATION BOARD

Re:

DEC Trust No. 2002-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement No. dated June 14, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Owner Trustee:

State Street Bank and Trust Company of

Connecticut, N.A., not in its individual capacity.

but solely as Owner Trustee

225 Asylum Street Goodwin Square

Hartford, Connecticut 06103

Indenture Trustee: Wilmington Trust Company

Rodney Square North

Wilmington, Delaware 19890-0001

Mr. Vernon A. Williams June 14, 2002 Page 2

A description of the railroad equipment covered by the enclosed document is:

588 aluminum bodied rotary dump gondola railcars within the series DEEX 4877 - DEEX 8999.

A short summary of the document to appear in the index is:

Memorandum of Indenture Supplement No. ___.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

RWA/anm

RECORDATION MO 33997 FILED

MEMORANDUM OF INDENTURE SUPPLEMENT NUM 1 4 '02

4-51 YM

DEC TRUST NO. 2002-A

SURFACE TRANSPORTATION BOARD

Memorandum of Indenture Supplement No. 1 made and entered into on June 14, 2002 by and between Wilmington Trust Company, a Delaware banking association, as indenture trustee ("Indenture Trustee"), and State Street Bank and Trust Company of Connecticut, N.A., a national banking association, not in its individual capacity but solely as owner trustee ("Owner Trustee").

WITNESSETH

- 1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "Indenture"), dated June 14, 2002, by which the Owner Trustee has wanted a security interest in certain aluminum gondola rail cars [bearing DEEX number] as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.
- 2. A Memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
- 3. The undersigned have entered into that certain Indenture Supplement No. 1 dated June 14, 2002, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

(signatures continued on the following page)

MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1

DEC TRUST NO. 2002-A

Memorandum of Indenture Supplement No. 1 made and entered into on June 14, 2002 by and between Wilmington Trust Company, a Delaware banking association, as indenture trustee ("Indenture Trustee"), and State Street Bank and Trust Company of Connecticut, N.A., a national banking association, not in its individual capacity but solely as owner trustee ("Owner Trustee").

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- 1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "Indenture"), dated June 14, 2002, by which the Owner Trustee has wanted a security interest in certain aluminum gondola rail cars [bearing DEEX number] as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.
- 2. A Memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
- 3. The undersigned have entered into that certain Indenture Supplement No. 1 dated June 14, 2002, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

(signatures continued on the following page)

Executed on this ___ day of June 2002.

AALIB:372080.1022767-00128

STATE OF
COUNTY OF New Castle
On this, the day of June, 2002, before, a Notary Public in and for said County and State personally appeared, who being by me duly sworn, says that (s)he is the that said instrument was signed on June. 1472002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.
JANES P. HANTINGA HOTANTY PUBLIC-DELAMARE My Commission Expires Feb. 2, 2005
STATE OF
On this, theday of June, 2002, before, a Notary Public in and for said County and State, personally appeared, who being by me duly sworn, says that (s)he is the that said instrument was signed on June, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

AALIB:372080.1V022767-00128

Exhibit A

DEC Trust No. 2002 A

Equipment:	Aluminum Gondola Railcars
Quantity:	Units
DEEX No.:	

AALES:372080.11022767-00128

Signature page to Memorandum of Indenture Supplement (WF)

IN WITNESS WHEREOF, the this Agreement to be duly executed by the and year first above written.	parties to this Memorandum of Lease have caused neir respective Authorized Officers, as of the day
	STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A., a national banking association
	By: Gregory M. Donovan Assistant Vice President
Executed on this day of June 2002.	
STATE OF <u>Connecticut</u> COUNTY OF <u>Hart ford</u>)) SS.)
personally appeared (sresory M. Done is the Ast Vice Wesidest of State Street Barbanking association, that said instrument	perfore, a Notary Public in and for said County and State, who being by me duly sworn says that (s) has and Trust Company of Connecticut, N.A., a national was signed June, 2002 on behalf of said corporation (s) he acknowledged that the execution of the foregoing corporation.
IN WITNESS WHEREOF, I have hementioned.	nereunto set my hand and official seal on the date about
	Sus P. M. nally
20110	SUSAN P. MCNALLY NOTARY PUBLIC MY COMM. EXPIRES MARCH 31, 2005
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AALIB:372080.2\022767-00128

Trust II (182)

4	DEEN 4707	F-7	DEEX 5040	449	DEEV FOOE
1	DEEX 4797	57	DEEX 5219	113	DEEX 5285
2	DEEX 4871	58	DEEX 5220	114	DEEX 5286
3	DEEX 4892	59	DEEX 5221	115	DEEX 5287
4	DEEX 4921	60	DEEX 5222	116	DEEX 5288
5	DEEX 4931	61	DEEX 5223	117	DEEX 5289
6	DEEX 4957	62	DEEX 5224	118	DEEX 5291
				119	DEEX 5292
7	DEEX 4965	63	DEEX 5225		
8	DEEX 4977	64	DEEX 5226	120	DEEX 5293
9	DEEX 4981	65	DEEX 5227	121	DEEX 5294
10	DEEX 4982	66	DEEX 5228	122	DEEX 5295
11	DEEX 4984	67	DEEX 5229	123	DEEX 5296
12	DEEX 4987	68	DEEX 5232	124	DEEX 5297
13	DEEX 4989	69	DEEX 5233	125	DEEX 5299
		70	DEEX 5234	126	DEEX 5301
14	DEEX 4990				
15	DEEX 4991	71	DEEX 5235	127	DEEX 5302
16	DEEX 4992	72	DEEX 5236	128	DEEX 5303
17	DEEX 4993	73	DEEX 5237	129	DEEX 5304
18	DEEX 4995	74	DEEX 5238	130	DEEX 5305
19	DEEX 4997	75	DEEX 5240	131	DEEX 5306
20	DEEX 4999	76	DEEX 5242	132	DEEX 5307
	DEEX 5160	77	DEEX 5243	133	DEEX 5308
21					DEEX 5309
22	DEEX 5170	78	DEEX 5245	134	
23	DEEX 5175	79	DEEX 5246	135	DEEX 5310
24	DEEX 5180	80	DEEX 5248	136	DEEX 5311
25	DEEX 5183	81	DEEX 5249	137	DEEX 5312
26	DEEX 5185	82	DEEX 5250	138	DEEX 5313
27	DEEX 5186	83	DEEX 5251	139	DEEX 5314
28	DEEX 5187	84	DEEX 5252	140	DEEX 5315
29	DEEX 5189	85	DEEX 5253	141	DEEX 5316
	DEEX 5100	86	DEEX 5255	142	DEEX 5317
30					
31	DEEX 5191	87	DEEX 5256	143	DEEX 5318
32	DEEX 5193	88	DEEX 5257	144	DEEX 5319
33	DEEX 5194	89	DEEX 5259	145	DEEX 5320
34	DEEX 5195	90	DEEX 5260	146	DEEX 5321
35	DEEX 5197	91	DEEX 5261	147	DEEX 5322
36	DEEX 5198	92	DEEX 5262	148	DEEX 5323
37	DEEX 5199	93	DEEX 5264	149	DEEX 5324
38	DEEX 5200	94	DEEX 5265	150	DEEX 5329
					DEEX 5331
39	DEEX 5201	95	DEEX 5266	151	
40	DEEX 5202	96	DEEX 5267	152	DEEX 5332
41	DEEX 5203	97	DEEX 5268	153	DEEX 5333
42	DEEX 5204	98	DEEX 5269	154	DEEX 5334
43	DEEX 5205	99	DEEX 5270	155	DEEX 5335
44	DEEX 5206	100	DEEX 5271	156	DEEX 5336
45	DEEX 5207	101	DEEX 5272	157	DEEX 5338
46	DEEX 5208	102	DEEX 5273	158	DEEX 5340
				159	DEEX 5345
47	DEEX 5209	103	DEEX 5275		
48	DEEX 5210	104	DEEX 5276	160	DEEX 5346
49	DEEX 5211	105	DEEX 5277	161	DEEX 5347
50	DEEX 5212	106	DEEX 5278	162	DEEX 5349
51	DEEX 5213	107	DEEX 5279	163	DEEX 5350
52	DEEX 5214	108	DEEX 5280	164	DEEX 5352
53	DEEX 5215	109	DEEX 5281	165	DEEX 5355
54	DEEX 5216	110	DEEX 5282	166	DEEX 5356
			DEEX 5283	167	DEEX 5357
55	DEEX 5217	111			
56	DEEX 5218	112	DEEX 5284	168	DEEX 5358

Trust II (182)

169	DEEX 5359
170	DEEX 5360
171	DEEX 5361
172	DEEX 5362
173	DEEX 5363
174	DEEX 5364
175	DEEX 5366
176	DEEX 5367
177	DEEX 5368
178	DEEX 5369
179	DEEX 5370
180	DEEX 5371
181	DEEX 5372
182	DEEX 5373

	1 DEEX 4877	Tour	
5 6 7 8 9	3 DEEX 4894 4 DEEX 4983 DEEX 5164 DEEX 5171 DEEX 5224	DEFX 5413	113 DEEX 5468 114 DEEX 5469 116 DEEX 5470 17 DEEX 5471
16 17	DEEX 5325 66 DEEX 5325 66 DEEX 5326 67 DEEX 5327 68 DEEX 5328 69 DEEX 5330 70	DEEX 5416 1 DEEX 5417 11 DEEX 5418 12 DEEX 5419 12: DEEX 5420 122 DEEX 5421 123 DEEX 5422 124 DEEX 5422 124	18
18 D 19 DE 20 DE 21 DE 22 DE 23 DEE 24 DEE	EEX 5341 72 EEX 5342 73 EEX 5243 74 EEX 5344 75 EX 5348 76 L EX 5351 77 D X 5354 78 D	DEEX 5424 126 DEEX 5425 127 DEEX 5426 128 DEEX 5427 129 DEEX 5428 130 DEEX 5429 131 EEX 5430 133	DEEX 5481 DEEX 5482 DEEX 5483 DEEX 5484 DEEX 5485 DEEX 5486 DEEX 5486
26 DEEX 27 DEEX 28 DEEX 29 DEEX 30 DEEX 5 31 DEEX 5	\$ 5374 80 DE \$ 5375 81 DE \$ 5376 82 DE \$ 5377 83 DE \$ 5378 84 DEE \$ 379 85 DEE \$ 880 PD DEFY	EX 5431 133 EX 5432 134 EX 5433 135 EX 5434 136 DE X 5435 137 DE X 5436 138 DE X 5437 139 DE	DEEX 5488 DEEX 5489 PEEX 5491 EEX 5492 EEX 5494 EEX 5494
33 DEEX 53 34 DEEX 538 35 DEEX 538 36 DEEX 538 37 DEEX 5386 38 DEEX 5386 39 DEEX 5387	81 87 DEEX 82 88 DEEX 83 89 DEEX 84 90 DEEX 85 91 DEEX 86 92 DEEX 87 DEEX 88 DEEX 89 DEEX 80	5439 141 DEE 5440 142 DEE 5441 143 DEEX 442 144 DEEX 443 145 DEEX 44 146 DEEX 45 147 DEEX	=X 5496 =X 5498 X 5498 X 5499 X 5500 5801 5802
41 DEEX 5390 42 DEEX 5390 43 DEEX 5392 44 DEEX 5394 45 DEEX 5395 46 DEEX 5395	94 DEEX 544, 96 DEEX 544, 96 DEEX 5450 97 DEEX 5450 98 DEEX 5451 99 DEEX 5452	148 DEEX 5 7 149 DEEX 58 9 150 DEEX 58 151 DEEX 58 152 DEEX 580 153 DEEX 580	804 805 906 07 98
48 DEEX 5397 49 DEEX 5398 50 DEEX 5400 51 DEEX 5402 52 DEEX 5403 53 DEEX 5404 54 DEEX 5404	101 DEEX 5454 102 DEEX 5455 103 DEEX 5456 104 DEEX 5457 105 DEEX 5458 106 DEEX 5459 107 DEEX 5460 108 DEEX 5461	156 DEEX 5811 156 DEEX 5812 157 DEEX 5813 158 DEEX 5814 159 DEEX 5816 160 DEEX 5816 161 DEEX 5817	
56 DEEX 5406 DEEX 5407	109 DEEX 5463 109 DEEX 5463 110 DEEX 5464 111 DEEX 5466 112 DEEX 5466 DEEX 5467	162 DEEX 5819 164 DEEX 5820 165 DEEX 5821 166 DEEX 5822 167 DEEX 5823 168 DEEX 5824 DEEX 5825	

TRUST III

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				TRUST III			
	169	DEEX 5826	225	DEEX 5884	281	DEEX 5943	
	170	DEEX 5827	226	DEEX 5885	282	DEEX 5944	
	171	DEEX 5828	227	DEEX 5886	283	DEEX 5945	
	172	DEEX 5829	228	DEEX 5887	284	DEEX 5946	
	173	DEEX 5830	229	DEEX 5888	285	DEEX 5947	
	174	DEEX 5831	230	DEEX 5889	286	DEEX 5948	
	175	DEEX 5832	231	DEEX 5890	287	DEEX 5949	
	176	DEEX 5833	232	DEEX 5891	288	DEEX 5950	
	177	DEEX 5834	233	DEEX 5892	289	DEEX 5951	
	178	DEEX 5835	234	DEEX 5893	290	DEEX 5952	
	179	DEEX 5836	235	DEEX 5894	291	DEEX 5953	
	180	DEEX 5837	236	DEEX 5896	292	DEEX 5954	
	181	DEEX 5838	237	DEEX 5897	293	DEEX 5956	
	182	DEEX 5839	238	DEEX 5898	294	DEEX 5957	
	183	DEEX 5840	239	DEEX 5899	295	DEEX 5958	
	184	DEEX 5842	240	DEEX 5900	296	DEEX 5959	
	185	DEEX 5843	241	DEEX 5901	297	DEEX 5960	
	186	DEEX 5844	242	DEEX 5902	298	DEEX 5961	
	187	DEEX 5845	243	DEEX 5903	299	DEEX 5962	
	188	DEEX 5846	244	DEEX 5904	300	DEEX 5963	
	189	DEEX 5847	245	DEEX 5905	301	DEEX 5964	
	190	DEEX 5848	246	DEEX 5906	302	DEEX 5965	
	191	DEEX 5849	247	DEEX 5908	303	DEEX 5966	
	192	DEEX 5850	248	DEEX 5909	304	DEEX 5967	
	193	DEEX 5851	249	DEEX 5910	305	DEEX 5968	
	194 195	DEEX 5852 DEEX 5853	250 251	DEEX 5911 DEEX 5912	306 307	DEEX 5969 DEEX 5970	
	196	DEEX 5854	252	DEEX 5912	308	DEEX 5970 DEEX 5971	
	197	DEEX 5855	253	DEEX 5913	309	DEEX 5971	
	198	DEEX 5856	254	DEEX 5915	310	DEEX 5973	
	199	DEEX 5857	255	DEEX 5916	311	DEEX 5974	
	200	DEEX 5858	256	DEEX 5917	312	DEEX 5975	
	201	DEEX 5859	257	DEEX 5918	313	DEEX 5976	
*	202	DEEX 5860	258	DEEX 5919	314	DEEX 5977	
	203	DEEX 5861	259	DEEX 5920	315	DEEX 5978	
	204	DEEX 5862	260	DEEX 5922	316	DEEX 5979	
	205	DEEX 5864	261	DEEX 5923	317	DEEX 5980	
	206	DEEX 5865	262	DEEX 5924	318	DEEX 5981	
	207	DEEX 5866	263	DEEX 5925	319	DEEX 5982	
	208	DEEX 5867	264	DEEX 5926	320	DEEX 5983	
	209	DEEX 5868	265	DEEX 5927	321	DEEX 5984	
	210	DEEX 5869	266	DEEX 5928	322	DEEX 5985	
	211	DEEX 5870	267	DEEX 5929	323	DEEX 5986	
	212	DEEX 5871	268	DEEX 5930	324	DEEX 5988	
	213	DEEX 5872	269	DEEX 5931	325	DEEX 5989	
	214	DEEX 5873	270	DEEX 5932	326	DEEX 5990	
	215	DEEX 5874	271	DEEX 5933	327	DEEX 5991	
	216	DEEX 5875	272	DEEX 5934	328	DEEX 5992	
	217	DEEX 5876	273 274	DEEX 5935	329	DEEX 5993	
	218 219	DEEX 5877 DEEX 5878	274 275	DEEX 5936 DEEX 5937	330 331	DEEX 5994 DEEX 5995	
	219	DEEX 5878 DEEX 5879	275 276	DEEX 5937 DEEX 5938	331	DEEX 5995 DEEX 5996	
	221	DEEX 5880	270 277	DEEX 5939	333	DEEX 5996	
	222	DEEX 5881	278	DEEX 5940	334	DEEX 5998	
	223	DEEX 5882	279	DEEX 5941	335	DEEX 5999	
	224	DEEX 5883	280	DEEX 5942	336	DEEX 6000	

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TRUST III DEEX 8984

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337	DEEX coor
	DEEX 8925
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369	DEEX 8959
370	DEEX 8960
371	DEEX 8961
372	DEEX 8062
373	DEEX 8963
374	DEEX 8964
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378	DEEX 8968
379	DEEX 8969
380	DEEX 8970
381	DEEX 8971
382	DEEX 8972
383	DEEX 8974
384	DEEX 8975
385	DEEX 8976
386	DEEX 8977
387	DEEX 8978
388	DEEX 8979
389	DEEX 8980
390	DEEX 8981
391	DEEX 8982

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DEEX 8983

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy of a Memorandum of Trust Indenture and Security Agreement with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: Jun 14, 2002 Edward M. Luria